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	Name	Bank of America, N.A., as Co	ollateral Agent					
	DBA/AKA/TA							
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	Address (line 1)	231 S. LaSalle Street						
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	Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief							
	Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND							
Į	REQUESTS TO RECOR	D ASSEGNMENT DOCUMENTS TO THIS AD	DDRESS.		ı			
L_		Mail documents to be rec	orded with required cover	sheet(s) informa	tion to:			

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Expires 06/30/99	Page 2  U.S. Department of Commerce Patent and Trademark Office
OMB 0651-0027  Domestic Representative Name and Address	TRADEMARK
Domestic Representative Name and Address	Enter for the first Receiving Party Only.
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Name N/A	
Address (line 1)	
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Correspondent Name and Address	more than the property of the second of the
•	Area Code and Telephone Number (919) 286-8000
Name Steven D. Thomas	
Address (line 1) Moore & Van Allen PLLC	
Address (line 3) Suite 800	
Address (line 4) Durham, North Carolina 27705	
Pages Enter the total number of pages of the att	ached conveyance document
including any attachments.	# 5
Trademark Application Number(s) or Registration Num	mber(s) Mark if additional numbers attached
	gistration Number (DO NOT ENTER BOTH numbers for the same property).
Trademark Application Number(s)	Registration Number(s)
75/856,520	2,365,029 2,072,810 1,929,678
75/603,405	2,204,335 2,078,477 1,725,248
75/601 011	7.025 (84 ) 1.044 134   1.702 010
75/601,911	2,025,684 1,944,134 1,702,918
Number of Properties Enter the total number	of properties involved. # 32
Fee Amount Fee Amount for Proper	ties Listed (37 CFR 3.41): \$ 815.00
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Deposit Account (Enter for payment by deposit account or if additional)	al fees can be charged to the account.)
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Statement and Signature  To the best of my knowledge and belief, the foregoing info	rpation is true and correct and any attached copy is a true copy of the original
document. Charges to deposit account are authorized, as	
Steven D. Thomas  Name of Person Signing	Signature february's, 2001
Manie of Leizon Sikinik	Signature Date/Signed

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		RECORDATION FORM COVER SHEET  CONTINUATION  TRADEMARKS ONLY
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	Individual	City State/Country Zip Code  General Partnership Limited Partnership If document to be recorded is an assignment and the
	Corporation	Association receiving party is not domiciled in the United States,
	Other	an appointment of a domestic representative should be attached. (Designation must be a separate
	Citizenship/State of	document from Assignment.)
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**NOTICE** 

OF

#### **GRANT OF SECURITY INTEREST**

IN

#### **TRADEMARKS**

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of January 31, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Banks referenced therein (the "Banks"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Banks:

#### **TRADEMARKS**

Description of Trademark

<u>Trademark Registration No.</u>

<u>Item</u>

Date of Trademark

See the attached Exhibit A

**Trademark Applications** 

Trademark

<u>Applications No.</u>

Description of Trademark
Applied For

Date of Trademark

<u>Applications</u>

See the attached Exhibit A

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The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

### AMERICAN OPTICAL LENS COMPANY

	By: Steven M Neil Title: CFO
Acknowledged and Accepted:	
BANK OF AMERICA, N.A., as Collateral Agent	
Bv:	

Name:\_\_\_\_\_\_\_Title:\_\_\_\_\_\_

The Obligors and the Collateral Agent, on behalf of the Banks, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

## AMERICAN OPTICAL LENS COMPANY

By:			
Name:			
Title:	 	 	

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

Name:
Title:

Paula Z. Kran

Principal

# American Optical Lens Company (Delaware Corporation)

## **U.S. Trademarks**

# **Registered Marks**

: Mack me Mack	The Late Residentian Co.	. The control of the
AO COMPACT	2,365,029	7/4/00
AO 55	2,204,335	11/17/98
AOSAFETY	2,025,684	12/24/96
AO FORCE 55	2,072,810	6/17/97
ORIGINAL PILOT SUNGLASS	2,078,477	7/15/97
AOTEC	1,944,134	12/26/95
AO7 STAR	1,929,678	10/24/95
AOSAFETY	1,725,248	10/20/92
OMNI STAR	1,702,918	7/28/92
AO TUFFMASTER	1,661,554	10/22/91
AOPLANO	1,675,732	2/18/92
AO5 STAR	1,585,446	3/6/90
SKYMASTER	1,388,188	4/1/86
AODISC	1,363,945	10/8/85
AOSEPT	1,370,838	11/19/85
AOSOFT	1,295,886	9/18/84
FASHION STAR	1,191,754	3/9/82
TECHSIGHT and Design	1,129,498	1/22/80
TRUE-COLOR	928,259	2/1/72
AO Stylized Letters	913,147	6/8/71
SPRAY KLEEN	922,512	10/19/71
SUPER-CLEAR	914,384	6/8/71
MONOPLEX	860,224	11/12/68
ARCOTE	831,780	7/11/67
MASTERPIECE	763,908	1/28/64
AOLITE	667,088	9/16/58
T and Design	1,141,147	11/4/80
TECHSIGHT	1,141,146	11/4/80

# **Pending Applications**

		Succession of the succession o
AO SURFER	75-856,520	11/23/99
AO CONNECT	75-603,405	12/9/98
AO DIRECT	75-601,911	12/9/98
AOGUARD	75-519,016	9/7/98

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RECORDED: 02/13/2001